DECLARATION OF ERIC BRUNO

WC Docket No. 05-25

EXHIBIT 1

REDACTED - FOR PUBLIC INSPECTION

Implementing Business Quality VoIP in a Global Enterprise

Executive Summary
Voice over IP (VoIP) and converged networks are words that are entering the lexicon of an increasing number of global enterprises. Faced with rising costs of international calls, limited IT resources, and accelerating introduction of new applications, enterprise IT organizations are looking at IP convergence of voice, data and video traffic as a way to save money and raise productivity. Unfortunately, many of these convergence projects hit difficult hurdles along the way, including an inability to deliver business quality telephony over a "best-efforts" IP network while staying within budget. The most important lessons learned from successful implementations of converged networks within other global enterprises is the need for a methodical step-by-step plan that starts with setting clear business goals from convergence, understanding the state of the existing IP network, creating an ability to monitor and set network policies for voice and other applications, enforcing these policies, and having the ability to measure results against the original goals. Converged Access delivers the tools and processes that have enabled these global enterprises to successfully implement voice over IP in a converged network, saving millions of dollars in toll charges and increasing employee productivity.

Current Situation
International telephone traffic is growing rapidly within multinational enterprises. Outsourced white collar jobs, off-shore call centers, remote software development facilities, a growing dependence on global markets and a growing trend towards off-shore manufacturing and global sourcing, have resulted in sharply rising international call volume.

Telegeography Research reports that international voice traffic grew 323% to 37 billion minutes from 1991 to 2001. As the international call volume has grown, so have the telecommunications costs for multinational enterprises. International leased lines, when available on a timely basis, are expensive to procure, install and use. A 1 Mbps leased line from India to the US , for example, can run anywhere from $50,000 to $75,000 per year.

At the same time, IT management is faced with an even faster growing demand for international data traffic. Telegeography Research estimates that Trans-Atlantic and Trans-Pacific data traffic has grown 3260% to 489 Gbps between 1998 and 2004. Enterprise data traffic in the past was typically handled over a parallel network, physically separate from the voice network. Global enterprise data networks have grown remarkably fast to keep up with this growth in traffic. While Internet traffic is a significant source of data traffic growth, business applications, like SAP or Oracle, seem to have an insatiable appetite for bandwidth.

As demand for international voice and data traffic has grown rapidly, so have the business pressures on IT management to look for a more cost-effective solution. Meta Group estimates that total network expenses already account for 20-30% of IT budgets, so it is no surprise that data and voice communications costs are beginning to show up all too frequently on the CIO's cost reduction candidates' list. This downward budgetary pressure is creating the need for architectural change in what have traditionally been separate voice and data corporate networks.

In addition to the cost pressure, there is growing recognition that the way people do business today is changing. Employees are increasingly more mobile and they want their voice and data connectivity to follow them, wherever they might be. They want to check their voice mail from the laptop, as well as set up voice mail messages, forward their phones, or set up caller ID. They expect to be instantly reachable by email, chat and telephone, regardless of where

Key Benefits
> Toll quality voice over IP WAN
> Proven process for achieving successful VoIP deployments
> Reduced risk through evolutionary phased deployment approach
> Scalable and flexible solution to leverage and protect existing capital investments
> IP convergence leads to increased financial and productivity benefits

Download the VoIP Solutions PDF's
Download Now

Learn about Voice Over IP Solutions
QoSWorks VoIP Specification Sheet

Making VoIP Perform as Advertised With QoS

Implementing Voice over IP solutions in converged IP networks

Major television network converges data, voice and video on an IP network

UN agency implements VoIP over frame relay and VSAT links from 180 countries

A carbonated beverages leader converges voice and data over a private global IP network

they are. This puts pressure on the network to have the flexibility, as well as application and user awareness, to adapt to these requirements.

Converged IP networks offer the promise of reduced costs, as well as increased flexibility, reliability, and universal connectivity. CIO's are increasingly asking telecom and network management what it takes to have a single converged network, capable of carrying both data and voice traffic today, and ready for video traffic in the future.

The Technical Challenge
However, migrating to a converged network brings with it a unique challenge. Voice networks are built on point-to-point leased line circuits, like T1's or DS0's. A call made from one location in the world to another location uses a specific and unique path from the origin to the destination. For the duration of the call, no other call or data can use the same circuit. This guarantees bandwidth and delay for each call, which in turn ensures its clarity.

IP networks are shared networks, which means a number of different applications share each circuit. The traffic from these applications appears on the network as packets of data. IP networks do not normally know or care which packets belong to which application. So all packets are forwarded to the next node of the network in the order in which they were received. This means a packet stuck at the end of the queue will reach its destination last. If there is any congestion in the network, the laggard packets get the most delay. Since it's difficult to predict where the congestion will occur, it is very difficult, costly and complex to guarantee the latency of the network for a specific application.

Once voice is converted into a packet and introduced into an IP network, it is subjected to the same variable bandwidth and delay that all other packets experience. Voice traffic, however, is especially sensitive to changes in bandwidth or delay.

Moreover, routers will drop packets when the queue gets too long because there is a fixed amount of memory in these products. Data traffic has better ability to recover from dropped packets than voice. Dropped packets of voice equate to missing fragments of speech, which is immediately noticeable to the listener.

Therefore, moving towards a converged network means leaving the predictability of a fixed point-to-point voice circuit, with guaranteed bandwidth for each individual phone call, for a shared, non-deterministic, best-efforts IP network. For managers that are used to 5 9's availability and the guaranteed clarity of a toll-quality phone network, this change can seem enormously risky, despite the cost and flexibility advantages.

When faced with the challenge of migrating separate voice and data networks into a single converged corporate network, CIOs need to ask how their organizations can achieve the cost efficiency and universal connectivity of a single IP network without sacrificing phone call quality or data application response time.

Obstacles to Success
The three most significant obstacles on the path to convergence are:

> Lack of visibility into the existing network
> Difference in skill sets between the voice and data networking personnel
> Unrealistic funding requirements

CIOs of some of the largest global enterprises tell us that the biggest hurdle that faces their IT organization in their quest to achieving network convergence is their inability to qualify their existing network. Few enterprises have true visibility into how application traffic uses their network:

> utilization statistics by route
> which links get saturated when
> which applications are experiencing what sort of peak loads
> impact on response time by application
> traffic broken out by application, user and destination
> time of day or day of week variation

Without this visibility and network qualification, IT management has no confidence in predicting the impact of adding new applications like VoIP on existing data traffic or, conversely, the likely performance of voice traffic and the resulting quality of the calls. A well-qualified network gives IT management a baseline from which to measure the impact of changes in traffic patterns.

A second hurdle is the lack of a common understanding of the problem and possible solutions between the personnel handling the voice and data networks. Telephony staff has traditionally not had to worry about the network, beyond procuring the right amount of bandwidth, at the right cost, for the expected call volume between two end points. Data networking personnel have little knowledge of specific applications since the network has historically dealt with anonymous packets. This skill gap makes it very difficult to properly plan a converged network that meets the needs of voice and critical data applications.

Finally, there are funding hurdles. Risk-averse IT managers, faced with an unqualified network and lacking key skills, sometimes turn to bandwidth as the salvation. However, incremental bandwidth does not solve the problem. Data applications run primarily on TCP/IP and the nature of TCP is such that it increases window size (read traffic volume) to fit available bandwidth. Long-lived applications like FTP downloads can hog huge chunks of available bandwidth, starving critical small flows like telephony traffic. Moreover, bandwidth is expensive, especially internationally. Throwing bandwidth at issues arising from voice and data convergence is a costly and ineffective solution.

Key CIO Questions
> How can my organization get the benefits of IP convergence without either breaking the bank or degrading user service levels?
> How can I build a converged network that can handle data and voice integration today and be ready for video and other new applications tomorrow?
> How do I ensure that the organization is trained properly to deal with voice data convergence?

The five-step process for successful deployment of a global converged network
Over the last several years, Converged Access has worked with many Fortune 100 firms, successfully building some of the world's largest converged networks. Our customers have implemented business-class voice, data and video integration over a common IP network encompassing 180 countries worldwide, over WAN lines ranging from 64 kbps to OC-3. Through this experience, we have developed a five-step process that helps guarantee a successful WAN convergence solution for global enterprises.

Step 1	Step 2	Step 3	Step 4	Step 5
Define Objectives	Define State of the Current Network	Set Network Performance Metrics	Network Policy Enforcement	Validate Policies and Monitor Traffic Behavior
Document business goals from convergence - Call volume - Reserved bandwidth for critical applications	Review network architecture & application behavior - Throughput - Delay & loss - Oversubscription - Choke points - Application traffic trends - Network usage	Set policies for voice and business data traffic - Classes of traffic - Bandwidth guarantees by class - Burst ability - Delay budget for latency-critical applications	Enforce application performance policies - Voice bandwidth & latency - Bandwidth usage by application - Class bandwidth usage versus policy	Compare results to business goals - Toll savings - Volume of calls supported - Voice quality - Business application response time

Summary
Using this process, multinational organizations have reaped the financial and productivity benefits of successful IP convergence. Their approaches have tended to be evolutionary, rather than revolutionary, thus lowering the risk of failure while providing a seamless and non-disruptive transition to users. They have made convergence work in a variety of network environments, from meshed to hub-and-spoke topologies, from low-speed to broadband lines, from simple to complex set of applications, all the while delivering strategic information on the state of the network and traffic patterns, toll-quality IP phone service, and tightly controlled response time for important data applications. Some

customers have even incorporated video applications, including video conferencing and stored video delivery, in their converged IP networks, without changing the architecture of their network. This speaks to the scalability and flexibility of a well-designed converged network.

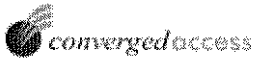

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EXHIBIT 2

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For more information, contact:
Elaine Potter, Marketing Coordinator
Phone: 480-483-4441; Email: epotter@reedbusiness.com

Business IP & Managed Services

IP VPN Services Continue to be Winners for Providers

SCOTTSDALE, Ariz., February 7, 2005 - IP VPN (Virtual Private Network) services are generating strong revenue growth for service providers as they migrate customers from legacy Frame Relay/ATM and private-line services, according to In-Stat (http://www.in-stat.com). Revenues from IP VPN services in the US will rise from $2.9 billion in 2004 to $8.1 billion in 2009, the high-tech market research firm forecasts.

"IP VPN services will also be a key battleground for service providers looking to capture many customers who will converge their voice, data, and video traffic onto a single service in the future," says Henry Goldberg, In-Stat analyst. "They will be key sources of revenue growth for service providers as their legacy FR/ATM VPN services revenues decline over time."

In-Stat has also found that:

- AT&T increased its leading market share of the US IP VPN services market in 2004. MCI and SAVVIS had the 2nd and 3rd leading market shares, respectively.
- Network-based VPN services are the key service offering of most leading IP VPN service providers, as service providers can operate these at a lower cost than CPE-based services and also offer classes-of-service to support voice/video and

mission-critical data applications.
- The addition of value-added services, such as network-based security solutions, helps service providers maintain their average revenue per customer in the face of increased price competition for VPN connectivity services.

The report, ***High Growth and Lots of Opportunity: The US IP VPN Services Market*** (#IN0502150BD), provides a comprehensive analysis of the US IP VPN services market. The report profiles the leading IP VPN service providers serving the US market and international markets, describing their overall VPN service offerings, key service features, customers and sample pricing, and main competitive strengths. The most important competitive trends in IP VPN services are highlighted. Market shares for 2004 are estimated for the major service providers serving the US market, and market shares of these providers are estimated for CPE-based and network-based VPN revenues. The report also includes a five-year forecast of the US IP VPN services market, segmented into CPE-based and network-based revenues. Recommendations are made on how service providers can be most successful in addressing this market in the future.

To purchase this report, or for more information, please contact Courtney McEuen at 480-483-4454; cmceuen@reedbusiness.com. The report price is $3,495 U.S. Dollars.

For more information, contact:

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Elaine Potter, Marketing Coordinator
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Email: epotter@reedbusiness.com

MORE INFORMATION ON THIS REPORT

- **Report Title:** High Growth and Lots of Opportunity: The US IP VPN Services Market
- **Service:** Business IP & Managed Services

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- **Report Number:** IN0502150BD
- **Publication Date:** January 2005
- **Number of Pages:** 53
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EXHIBIT 3

REDACTED - FOR PUBLIC INSPECTION

Bruno Decl. – Exhibit 3

News Release

FOR RELEASE WEDNESDAY, APRIL 16, 2003

AT&T Introduces New Business Local Access Offer For Large Companies, Government Agencies

Company Offering New Options to Help Large Businesses Eliminate Reliance on Local Telephone Companies for Critical "Last Mile" Connections

BEDMINSTER, N.J. -- AT&T today debuted a breakthrough business local access offer that gives the largest global companies and government agencies new options for eliminating reliance on other local telephone companies for their critical last- mile connections. The company also enhanced its Ethernet services portfolio.

With the new offer - AT&T High Performance Access Service (HiPAS) - AT&T is the first and only company in the industry offering large enterprise customers a standard commitment for service availability and reliability from its core network all the way to the customer premises.

"Since local access charges are currently 40 percent of wide-area communications fees, rising above 60 percent by 2005, network ownership at the local level will be an increasingly key factor for the future," said David Willis, vice president of infrastructure strategies, META Group Inc. "End-to-end ownership of customer networks will be a key factor in improving service levels."

The offer is targeted to the largest enterprise customers and government agencies with the most sophisticated applications and high bandwidth (between OC-3 and OC-192) needs. HiPAS provides performance assurances that guarantee a company's services and applications are delivered with the highest levels of security and reliability.

"We've taken our core expertise of integrated networking and extended it to the network's edge, where businesses' vulnerabilities are the greatest and where the network infrastructure and systems to support companies' needs have been, until now, the weakest," said Barbara Peda, senior vice president of product management and product marketing, AT&T Business. "With our integrated networking solutions, businesses no longer have to patch together disparate services from multiple providers.

"Customers have told us that last-mile access is critical to their business applications, yet service has historically been unreliable," Peda added. "AT&T now offers businesses and government agencies secure service with 99.999 percent network reliability guaranteed through around-the-clock monitoring, alternate site back-up and an automated self-healing provision."

According to JP Morgan, the business local networking market represents about a $60 billion revenue opportunity in 2003.

AT&T offers business local service in the 67 metropolitan areas where 70 percent of the nation's business customers are located. And the company now is aggressively leveraging its combined local presence and networking expertise to deliver fully integrated, end-to-end networking solutions to the largest companies - the cornerstone of AT&T Chairman and CEO Dave Dorman's business strategy.

HiPAS expands AT&T's already comprehensive local business services portfolio, which includes services ranging from Metro Area Network Ethernet to "Ultravailable" offers based on the latest optical ring technology. It also builds on AT&T's initial introduction of Ethernet services in 2001, and its most recent announcement of Ultravailableâ OptEring Service SM, the first to use packet ring technology to safeguard companies' services and applications in the event of unexpected or catastrophic events.

AT&T also announced enhancements to its Ethernet services portfolio, AT&T Ethernet Private Line Service - Metropolitan Area Network, and Ethernet capability for two new HiPAS options -- AT&T ACCU-Ring Network Service and AT&T Dedicated Entrance Facility.

HiPAS complements AT&T's virtual private network portfolio by reducing or eliminating companies' reliance on local or regional telephone companies, which are unable to provide the security, solutions or reach required by businesses with national and/or global operations.

"When you're faced with connecting a company's employees, customers and suppliers at locations spread across the United States and/or other countries, it becomes clear that carriers with limited networks and geographic reach just can't meet the demand," Peda said. "Over the last three years, AT&T has spent billions expanding and deepening the capabilities of its local, national and global network, enhancing its business services portfolios and rolling out e-capabilities and servicing tools designed to dramatically simplify businesses' ability to manage their business networking."

In the past 18 months, AT&T has focused and expanded its sales force, beefed up its indirect channel via new relationships with Cisco Systems and other companies, refocused AT&T Labs and integrated its technology, network and customer care efforts. The capabilities announced today represent the latest milestone in AT&T's efforts to deliver differentiated services and solutions to customers, leveraging its core networking expertise and capabilities.

Details on AT&T High Performance Access Service

HiPAS extends the AT&T Service Assurance Warranties and performance metrics of its backbone out to the "last mile" with three network access services:

- **AT&T Dedicated Entrance Facility (DEF)**

DEF, an AT&T Local Private Line Service, provides a dedicated communication path into the AT&T Network, as well as fan-outs to other inter exchange carriers and metro locations. It bundles a customer's local services into one package, and allows customers to customize the communications flow between corporate offices and partners with flexible bandwidths to fit varying business needs.

Based on SONET technology, DEF assures quality of service and reliability with around-the-clock monitoring of AT&T's state-of-the art self-healing fiber optic network, designed to recover from such disasters as a fiber cut within 50 milliseconds.

- **AT&T ACCU-Ring Network Service**

A "total" service that provides connections via private SONET infrastructure for large customers managing communications of all their local channel connections. ACCU-Ring saves customers time and money by consolidating their traffic -- whether private line, switched and enhanced service, or all-distance carrier traffic (voice, data and video) -- and supports virtually all protocols, as a single dedicated high-speed access service to save time and money.

ACCU-Ring offers high reliability for mission-critical applications, alternate-site back up and the confidence and security of a private communications network.

- **AT&T Ultravailable Services**

Termed "Ultra progressive," by market analyst firm RHK Inc. in its January 2003 "Insight" analysis, AT&T Ultravailable Services answer today's business continuity challenges with networking options that offer industry-leading levels of availability, recovery, scalability and security.

- AT&T Ultravailable Network/Wavelength

  AT&T Ultravailable Network and AT&T Ultravailable Wavelength services enable exclusive use (Network), or shared use (Wavelength) of a fiber optic metropolitan area network (MAN) that employs dense wave division multiplexing (DWDM) technology.

AT&T Ethernet Services Enhancements

In addition to the HiPAS announcement, AT&T also is building on its network leadership with enhancements to its previously announced Ethernet Services portfolio.

According to Infonetics Research, an international market research and consulting firm, Ethernet "will inexorably take over the metro" in the next 10 years with "metro telecom equipment spending accumulating $18.9 billion by 2006." Customer demand for Ethernet services, lower prices and the convenience of incremental bandwidth from their service providers will drive growth.

AT&T is meeting that customer demand with:

- **HiPAS access solutions with Ethernet capabilities**

Ethernet service channels are available with AT&T Dedicated Entrance Facility and AT&T ACCU-Ring Service; and

- ***AT&T Ethernet Private Line (PL) Service (Metropolitan Area Network)***

  Launched in September 2001, AT&T Ethernet PL Service provides connectivity between LANs within a metropolitan area, with high performance, high protection and bandwidth flexibility. Ethernet PL MAN Service is available in 67 metropolitan areas where 70 percent of the nation's business customers are located. This connectivity solution is not available with the HiPAS offer at this time.

About AT&T

For more than 125 years, AT&T (NYSE 'T') has been known for unparalleled quality and reliability in communications. Backed by the research and development capabilities of AT&T Labs, the company is a global leader in local, long distance, Internet and transaction-based voice and data services.

AT&T 'Safe Harbor'

The foregoing contains 'forward-looking statements' which are based on management's beliefs as well as on a number of assumptions concerning future events made by and information currently available to management. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside AT&T's control, that could cause actual results to differ materially from such statements. These risk factors include the impact of increasing competition, continued capacity oversupply, regulatory uncertainty and the effects of technological substitution, among other risks. For a more detailed description of the factors that could cause such a difference, please see AT&T's 10-K, 10-Q, 8-K and other filings with the Securities and Exchange Commission. AT&T disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This information is presented solely to provide additional information to further understand the results of AT&T.

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FUJITSU THE POSSIBILITIES ARE INFINITE

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Back to the original page

AT&T Wireless

AT&T Wireless Forms Systems Integrator Program to Design and Implement End-to-end Mobile Solutions for U.S. Corporations

Initial Members Include Cap Gemini Ernst & Young, Deloitte Consulting, Fujitsu Consulting and HP

New Orleans, LA, March 18, 2003 — AT&T Wireless (NYSE: AWE - News) today announced the formation of the AT&T Wireless' Systems Integrator Program with a number of leading systems integrators, including Cap Gemini Ernst & Young*, Deloitte Consulting, Fujitsu Consulting, and HP. By teaming with some of the world's leading systems integrators, AT&T Wireless is extending its ability to assist U.S. companies in the design and implementation of wireless data solutions.

In response to the growing demand of corporations to access critical business information in mobile environments, AT&T Wireless and its program members will market a broad portfolio of differentiated, repeatable, and scalable solutions for today's companies. In addition, since AT&T Wireless operates one of the largest GSM(TM)/GPRS network in the Western Hemisphere, companies will benefit from the ability to use their solutions across the U.S. and in cities throughout the world.

"Today's corporations are looking for wireless solutions that meet their unique business needs," said Carolyn Billings, senior director of business development for AT&T Wireless Mobile Multimedia Services. "By teaming with the systems integrators that these companies already rely on for IT support, we can streamline the process of delivering wireless data solutions that enhance the productivity of our corporate customers."

"We are pleased to join with AT&T Wireless, a company that mirrors our commitment to delivering superior technology solutions that enable corporations to meet their business objectives, " said Perry Spiropoulos, Vice President for Telecom Media Networks (TMN), a global industry practice of Cap Gemini Ernst & Young. "By leveraging AT&T Wireless' portfolio of products, we can offer our clients a complete mobile solution, from hardware and application, to strategy, integration and outsourcing. This alliance can enable enterprises to fully realize the benefits of a mobile workforce, enhance the productivity of the existing remote personnel and reduce operational costs."

"Data-on-the-go is ready for corporate usage, with demand growing at a rate higher than that for general technology. Shortly after first implementations, our clients have noted significant productivity gains. With this alliance, clients may objectively measure the benefits from mobility, opt for higher levels of service based on their requirements, and deploy wireless solutions faster," said David Sult, principal with Deloitte Consulting.

"At Fujitsu, we are delivering scalable enterprise mobile solutions to our customers that provide them measurable business benefits and productivity improvement. Strategic alliances with next-generation wireless providers such as AT&T Wireless complement our portfolio of solutions and allow us to provide our customers a complete end to end mobile solution," said Greg Berman, Vice President for Enterprise Mobility at Fujitsu Consulting, the global consulting arm of the $38 billion Fujitsu group.

"As more workers spend increasing amounts of time away from the office, it is critical that enterprises find ways of extending access to critical communications and information to these workers. A truly adaptive IT infrastructure has to quickly and easily adopt and deploy mobile solutions to meet this challenge," said Rene Schuster, vice president, HP Services.

"AT&T Wireless expertise in wireless communications, together with HP's leadership in IT infrastructure technology and services, is a powerful combination for our enterprise customers, who can realize

immediate business benefit from end- to-end mobility solutions that are rapidly designed and deployed."

AT&T Wireless expects to add additional members to its systems integrator program throughout the year.

About AT&T Wireless

AT&T Wireless (NYSE: AWE - News) is the second-largest wireless carrier, based on revenues, in the United States. With 20.859 million subscribers, and full-year 2002 revenues exceeding $15.6 billion, AT&T Wireless will continue delivering advanced high-quality mobile wireless communications services, voice or data, to businesses and consumers, in the U.S. and internationally.
For more information, please see: http://www.attwireless.com

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This press release contains "forward-looking statements" which are based on management's beliefs as well as on a number of assumptions concerning future events made by management with information that is currently available to management. Forward-looking statements include, without limitation, management's expectations regarding: our future financial and operating performance and financial condition, including the company's outlook for the fiscal year 2003 and subsequent periods; subscriber growth; industry conditions; the strength of our balance sheet; our liquidity and needs for additional financing; and our ability to generate operating free cash flow. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside AT&T Wireless' control, that could cause actual results to differ materially from such statements. Without limitation these factors include: the risks associated with the implementation of our technology migration strategy, our ability to continue to reduce costs, the potential competitive impacts of industry consolidation or alternative technologies, potential impacts on revenue and ARPU from competitive pricing and slowing penetration in the wireless industry, the effects of vigorous competition in the markets in which we operate, the risk of decreased consumer spending due to softening economic conditions, the outbreak of war or acts of terrorism, and consumer response to new service offerings. For a more detailed description of the factors that could cause such a difference, please see AT&T Wireless' filings with the Securities and Exchange Commission, including the information under the heading "Additional Factors That May Affect Our Business, Future Operating Results and Financial Condition" and "Forward Looking Statements" in its quarterly report of Form 10-Q filed on November 13, 2002.

DECLARATION OF ERIC BRUNO

WC Docket No. 05-25

EXHIBIT 4

REDACTED - FOR PUBLIC INSPECTION

10-K 1 d10k.htm FORM 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-04721

SPRINT CORPORATION

(Exact name of registrant as specified in its charter)

KANSAS (State or other jurisdiction of incorporation or organization)	**48-0457967** (IRS Employer Identification No.)
P.O. Box 7997, Shawnee Mission, Kansas (Address of principal executive offices)	**66207-0997** (Zip Code)
Registrant's telephone number, including area code	**(913) 624-3000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
FON Common Stock, Series 1, $2.00 par value, and Rights	New York Stock Exchange
Guarantees of Sprint Capital Corporation 6.875% Notes due 2028	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file these reports), and (2) has been subject to these filing requirements for the past 90 days. Yes __X__ No _____

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act) Yes__X__ No _____

Aggregate market value of voting and non-voting common equity held by non-affiliates at June 30, 2004, was $25,093,779,265.

COMMON SHARES OUTSTANDING AT FEBRUARY 28, 2005:

FON COMMON STOCK	
Series 1	**1,392,712,636**
Series 2	**85,295,514**

Documents incorporated by reference.

Registrant's definitive proxy statement filed under Regulation 14A promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, which definitive proxy statement is to be filed within 120 days after the end of Registrant's fiscal year ended December 31, 2004, is incorporated by reference in Part III hereof.

Part I

Item 1. Business

The Corporation

Sprint Corporation, incorporated in 1938 under the laws of Kansas, is mainly a holding company, with its operations primarily conducted in its subsidiaries. Unless the context otherwise requires, references to "Sprint," "we," "us," and "our" mean Sprint Corporation and its subsidiaries.

Sprint is a global communications company and a leader in integrating long-distance, local service, and wireless communications. Sprint is also one of the largest carriers of Internet traffic using its tier one Internet Protocol network, which provides connectivity to any point on the Internet either through its own network or via direct connections with other backbone providers. Sprint is the nation's third-largest provider of long distance services based on revenues, and operates nationwide, all-digital long distance and tier one Internet Protocol networks using fiber-optic and electronic technology. Sprint currently serves approximately 7.9 million access lines in its franchise territories in 18 states, and we provide local service using our facilities, leased facilities or unbundled network elements provided by other carriers in 36 states and the District of Columbia. Sprint is selling into the cable telephony market through arrangements with cable companies that resell Sprint long distance service and use Sprint back office systems and network assets in support of their local telephone service provided over cable facilities. Sprint also operates a 100% digital personal communications service, or PCS, wireless network with licenses to provide service to the entire United States population, including Puerto Rico and the U.S. Virgin Islands, using a single frequency band and a single technology. The PCS Group, together with third party affiliates, operates PCS systems in over 300 metropolitan markets, including the 100 largest U.S. metropolitan areas. The PCS Group's service, including third party affiliates, reaches a quarter billion people. The PCS Group, combined with our wholesale and affiliate partners, served more than 20 million customers at the end of 2003.

Sprint operates in an industry that has been and continues to be subject to consolidation and dynamic change. Therefore, Sprint routinely reassesses its business strategies. In light of events and specific changes in telecommunications, including bankruptcies, over-capacity and the current economic environment, Sprint continues to assess the implications on its operations. Any such assessment may impact the valuation of its long-lived assets. As part of its overall business strategy, Sprint regularly evaluates opportunities to expand and complement its operations and may at any time be discussing or negotiating a transaction that, if consummated, could have a material effect on its business, financial condition, liquidity or results of operations.

In the 2002 third quarter, Sprint reached a definitive agreement to sell its directory publishing business to R.H. Donnelley for $2.23 billion in cash. The sale closed on January 3, 2003.

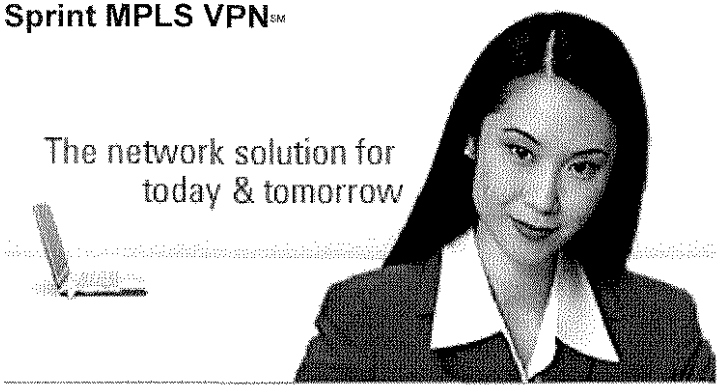
In November 1998, Sprint's shareholders approved the allocation of all of Sprint's assets and liabilities into two groups, the FON Group and the PCS Group, as well as the creation of the FON stock and the PCS stock. FON common stock and PCS common stock are intended to reflect the financial results and economic value of the FON and PCS Groups. However, they are classes of common stock of Sprint, not of the group they are intended to track.

The FON Group is comprised of the global markets division, the local division and other businesses consisting primarily of wholesale distribution of telecommunications products. The PCS Group includes Sprint's wireless PCS operations.

On February 28, 2004, Sprint's board of directors decided to recombine the tracking stocks and return to a single common stock. As a result, each share of the PCS common stock will convert automatically into 0.50 shares of FON common stock on April 23, 2004. The FON stock will represent the only outstanding common stock of Sprint. After the recombination, Sprint will continue to present consolidated financial information, but will not include group level information. The recombination will not impact Sprint's current presentation of all required segment information.

Sprint.

Sprint MPLS VPN℠



Back to VPN

Overview Benefits Details Resources

Today, businesses are asking their networks to support an ever-growing list of requirements:

- Connect branch locations to improve the internal flow of information
- Support a mobile sales force
- Provide connectivity to key partners for resource sharing
- Enable real-time bandwidth-demanding applications like voice and video

Today's businesses want it all. And they want it at reduced costs without sacrificing security.

The order sounds impossible, but it's not. Sprint MPLS (Multiprotocol Label Switching) VPN℠ is the comprehensive solution for enterprise network requirements. This bandwidth-management service can connect multiple off-site locations while also converging voice, video, and data onto one network at required performance levels. It is a network-based solution that is intelligent, understanding the varying needs and performance parameters for different types of traffic.

With network intelligence also comes flexibility. CPE-based management and upgrades are not necessary. Sprint MPLS VPN—dramatically simplifies management for the customer. Upgrades are available when and where you need them. Subscribe to additional network-based, value-added services, like secure Internet gateways and remote access (which have traditionally been relegated to the customer premise), at any time. With built-in carrier-grade redundancy, there's no need to make costly upfront

Next Steps

- Call us at 1-800-370-6105
- Contact us

Related Solutions

- Managed Network Services
- Sprint Remote Access Solutions
- Sprint TekNet IP®
- Sprint Telemedicine

Related Products

- Hardware-based IP VPN
- Sprint Managed Security℠ Services
- Voice VPN
- SprintLink℠ Frame Relay
- SprintLink Packet Private Line™
- SprintLink Virtual LAN

investments.

Sprint MPLS VPN is a highly scalable and secure solution that truly allows you to consolidate all of your applications, end-users, and support infrastructure onto a single global network. Keep all your stakeholders connected, today and tomorrow. It's the secure solution that allows you to focus on your business and not your network infrastructure.

Back to VPN

Sprint.

VoIP

Back to VoIP

Overview Benefits Details Resources

Voice over IP (VoIP) handles more calls over your wide-area-network (WAN) avoids some of the phone charges associated with the PSTN (Public Switched Telephone Network), and can send data alongside other connections.

VoIP technologies are scalable to fit any office environment, and can take advantage of a wide range of network infrastructures. With VoIP, free your business from the expenses of per-minute long distance charges, paying only for initial equipment and any applicable managed service charges. As a Sprint Customer, all in-business network calling is included, while out-of-network calling is still less costly than traditional long distance.

Use Sprint Enterprise VoIP services to:

- Reduce long-distance expenses
- Maximize capital expenditures
- Leverage capital expenditures
- Simplify network management
- Optimize network expenditures

Back to VoIP

Next Steps

- Call us at 1-800-370-6105
- Contact us

Related Solutions

- IP Enablement
- Sprint Dedicated Voice (PRI) Package
- Sprint DSL/Voice Package

Related Products

- Voice VPN

Sprint.

Networking

The voice, data, and video option for you

ATM

Very fast packet switching technology delivers up to 10 Gbps data transport for voice, data, and video.
Domestic ATM, more...

Frame Relay

Move high volumes of data, interconnect local area networks, and connect to the Internet.
SprintLink℠ Frame Relay, more...

ISDN

Broadband Internet connection allows simultaneous phone conversations and Internet access—all at high speed.
ISDN, more...

Ethernet

Achieve point-to-point or any-to-any connectivity—or a mixture of both—with a private LAN or WAN network solution for multiple offices.
Sprint Ethernet℠ Services, more...

Hardware & Equipment

Promote 24/7 uptime with PBX (private branch exchange) phone systems, line and wiring protection, and equipment hosting facilities.
Digital PBX Trunks, more...

Private Lines

Private voice, data, and video transmission service featuring

competitive rates, international options, and bandwidth flexibility.
Global Private Line, more...

Security

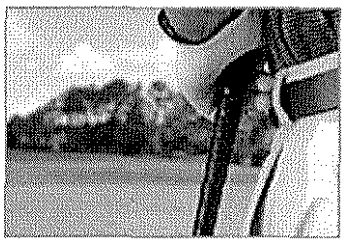
Protect against disastrous security breaches with firewall protection, intrusion detection, and managed security services.
Authentication, more...

Sprint.

The PGA of America

Back to Case Studies

The customized solutions Sprint provided to The PGA have decreased the network set-up time and manpower costs by one-third.



The PGA of America organizes and administers four major championships, including the Ryder Cup Matches, PGA Championship, Senior PGA Championship, and PGA Grand Slam of Golf. These championships are held at different golf facilities each year, which means a complete wireless infrastructure must be customized for the individual golf facility at which each event is held. The design, build-out, maintenance, and tear-down of the host-site infrastructure includes corporate hospitality, media centers, and television compounds. As "The Official Telecommunications Provider to The PGA of America," Sprint has identified ways to streamline the telecommunications needs of the championships and implement solutions that translate into lower investments by The PGA in terms of capital equipment, time, and manpower.

Telecommunications Needs

Media Center—Each championship brings together hundreds of broadcast, print, Internet, radio, and other media professionals to report on the event. These professionals require a timely and accurate flow of information to guarantee the championship receives up-to-the minute coverage to fans both on-site and around the world.

Patron Connectivity—Many of the event guests are VIPs who have purchased a level of corporate hospitality to entertain their customers and prospects. Most are high-level executives who need to stay connected to their businesses in real-time while hosting their guests championship week. Infrastructure via Sprint Business Centers is provided to meet the connectivity needs of this important group of people.

Tournament Coordination—Each PGA championship is coordinated by PGA of America employees and thousands of event volunteers to ensure the players and spectators have a flawless "PGA Experience." All of these people need to stay connected throughout the event to ensure the seamless flow of traffic around the golf course and guarantee the integrity of the operations. The volume of spectators, usually 35,000 - 40,000 per day, warrants a significant security presence—also with needs related to information exchange and real-time connectivity.

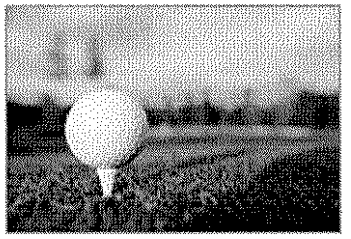
Next Steps

- Call us at 1-888-322-3961
- Contact us

Sprint Services Used

- Networking
- Wi-Fi Access
- Wireless Phones

Sprint Solutions



Sprint works closely with Safari Telecom (a Sprint Partner) to develop solutions that meet the needs of all the aforementioned groups. Their technologically advanced wireless/Wi-Fi and broadband solutions have had an immediate impact on the cost, build-out, and timing of managing The PGA's championships.

Broadband Access

In the past, media center informational needs were addressed by running copper wires to the event, and dial-up modems were used to transfer data and video to the various media outlets. Transfer of pictures/video could take up to 2 hours—meaning a lag between the transmissions of vital information/data and when it could be provided to the public.

Sprint implemented a new broadband solution by running fiber optic cable to the event and providing T1 access capabilities to the media professionals. This allows for the transfer of high-speed data from the event. What used to take hours to transmit now takes minutes.

In addition, this access provides the connectivity corporate patrons need to stay in touch with their businesses. Wi-Fi Access and high-speed web browsing capabilities are now available to event VIPs.

Fixed Wireless Telephones

Media professionals, patrons, and fans, only had access to landline telephones in the past. This meant coordinating with a local phone company and running up to 600 landlines to the site, which was time consuming and disruptive to the host site's membership and aesthetics.

Fixed Wireless Phones from Sprint are a direct link to the Sprint Nationwide PCS Network. This means less complexity in set-up by cutting out the middleman. The network is far easier to install, in that the phones run off a 10-watt electrical jack and connect to the network wirelessly. What used to take up to three months to install now can be done in two days, at about one-quarter the cost, and is significantly less disruptive to the host site's membership activities.

Security Wi-Fi Solutions

Today's increased focus on security at all public events has required more flexible, dependable technologies. Sprint answered the call by providing Wi-Fi services to PGA's security service provider that can manage the video transmission of images captured at entrances. Set-up is far less complex now due to the ability of Sprint to link multiple locations to their network wirelessly.

Impact on the Business

Overall, the customized solutions Sprint provided to The PGA have

decreased the set-up time and manpower costs by one-third. Five years ago, setting up a telecommunications infrastructure that met the needs of all event constituencies took months—with Sprint broadband, Wi-Fi and wireless solutions, it now takes days. The work used to require up to 10 people—with Sprint technologies it takes two.

What does this mean to The PGA? It means less capital investment, less coordination time, and less complexity. Ultimately, PGA event organizers can concentrate their efforts on delivering a seamless event and a true "PGA Experience" to the media, corporate patrons, and fans.

Why Sprint?

When you choose Sprint, you're in good company. In fact, 95% of the FORTUNE 1000® rely on Sprint for combinations of data, Internet, voice or wireless solutions as do more than 26 million customers of all sizes in 100 countries around the globe. The reasons are clear and compelling:

- Sprint is truly dedicated to understanding your needs and challenges and committed to developing tailored solutions that can help improve your productivity and effectiveness
- Sprint is the service provider best positioned to offer a total networking solution—one that integrates wireline and wireless services—so your employees can be connected seamlessly and securely, virtually anywhere their jobs take them
- Sprint remains one of the most financially stable companies in the industry with the resources required to maintain high service levels
- Sprint is a recognized leader in quality customer care, service reliability and product innovation

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FORTUNE 1000® is a registered trademark of FORTUNE magazine, a division of Time Inc.

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DECLARATION OF ERIC BRUNO

WC Docket No. 05-25

EXHIBIT 5

REDACTED - FOR PUBLIC INSPECTION

Use these links to rapidly review the document
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

for the fiscal year ended December 31, 2004

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

for the transition period from to

Commission File No. 001-15577

QWEST COMMUNICATIONS INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Delaware	**84-1339282**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1801 California Street, Denver, Colorado	**80202**
(Address of principal executive offices)	(Zip Code)

(303) 992-1400
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**

Common Stock ($0.01 per share, par value)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ☐.

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Exchange Act). Yes ☒ No ☐.

On February 1, 2005, 1,816,625,816 shares of Qwest common stock were outstanding. The aggregate market value of the Qwest voting stock held by non-affiliates as of June 30, 2004 was approximately $4.8 billion.

DOCUMENTS INCORPORATED BY REFERENCE:

Information required by Part III (Items 10, 11, 12, 13 and 14) is incorporated by reference to portions of Qwest's definitive proxy statement for its 2005 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days of December 31, 2004.

Bruno Decl. – Exhibit 5

10-K

QWEST COMMUNICATIONS INTERNATIONAL INC filed this Form 10-K on 02/18/05

Entire Document

Entire Subdocument

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We continue to defend against the securities actions vigorously and are currently unable to provide any estimate as to the timing of the resolution of these actions. Any settlement of or judgment in one or more of these actions substantially in excess of our recorded reserves could have a significant impact on us, and we can give no assurance that we will have the resources available to pay any such judgment. The magnitude of any settlement or judgment resulting from these actions could materially and adversely affect our ability to meet our debt obligations and our financial condition, potentially impacting our credit ratings, our ability to access capital markets and our compliance with debt covenants. In addition, the magnitude of any settlement or judgment may cause us to draw down significantly on our cash balances, which might force us to obtain additional financing or explore other methods to generate cash. Such methods could include issuing additional securities or selling assets.

Operations

We currently operate in three segments: (1) wireline services, (2) wireless services and (3) other services. We also maintained, until September 2003, a fourth segment consisting of our directory publishing business. The sale of our directory publishing business was completed in September 2003, as discussed above. As a result, for purposes of calculating the percentages of revenue of our segments provided below, we have excluded the impact of revenue from our directory publishing business, which is accounted for as discontinued operations in the statement of operations for the years ended 2003 and 2002. For additional financial information about our segments see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of this report and Note 15—Segment Information to our consolidated financial statements in Item 8 of this report.

Our revenue by segment, including a breakdown of our revenue by major product category, is as follows:

	Years Ended December 31,			Percentage of Revenue		
	2004	2003	2002	2004	2003	2002
	(Dollars in millions)					
Wireline						
Voice services	$ 9,427	$ 9,885	$ 10,862	68.3%	69.2%	70.7%
Data and internet services	3,833	3,765	3,773	27.7%	26.3%	24.5%
Total wireline revenue	$ 13,260	$ 13,650	$ 14,635	96.0%	95.5%	95.2%
Wireless	510	594	694	3.7%	4.2%	4.5%
Other services	39	44	42	0.3%	0.3%	0.3%
Total operating revenue	$ 13,809	$ 14,288	$ 15,371	100%	100%	100%

We market and sell our products and services to consumer and business customers. In general, our business customers fall into the following categories: (1) small businesses; (2) national and global businesses; (3) governmental entities; and (4) public and private educational institutions. We also provide our products and services to other telecommunications providers who purchase our products and services on a wholesale basis.

Wireline Services

We offer wireline products and services in a variety of categories that help people and businesses communicate. Our wireline products and services are offered through our

telecommunications network, which consists of both our traditional telephone network and our fiber optic broadband network. Our traditional telephone network consists of all equipment used in processing telecommunications transactions within our local service area and forms a portion of the public switched telephone network. Our traditional telephone network is made up of both copper cables and fiber optic broadband cables and serves approximately 15.5 million access lines in 14 states.

LATEST NEWS

December 8, 2004

Qwest VoIP service available nationwide

Qwest Communications International Inc. announced that it has expanded its voice-over Internet protocol (VoIP) service to more than 100 cities in the United States.

With the expansion, the VoIP service is available in virtually every major market in the country, a Qwest spokeswoman said.

The service, which allows business customers to bundle their voice and data services over one high-bandwidth Internet connection, is available in major metropolitan areas including Atlanta, Cincinnati, Cleveland, Detroit, Houston, Indianapolis, Miami, Milwaukee, New Orleans, Orlando, St. Louis and Tampa.

Denver-based Qwest initially launched the service, called Qwest OneFlex in

August and has since made it available to business customers in 26 metro areas including 14 cities within the company's local service region and 12 major national markets.

Qwest OneFlex has been available in the Denver area since late summer.

The company trades under the symbol "Q" on the New York Stock Exchange.

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» Qwest Communications International Inc.

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» Incentra completes stock split
» Equitex to sell its shares of FastFunds
» Trujillo lands new job
» Vail plans condo project

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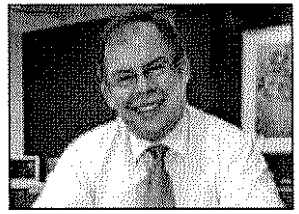
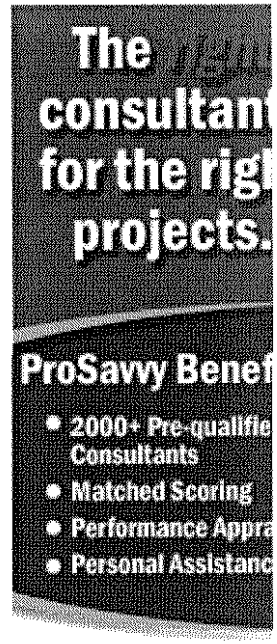
» People in the News



Site Map

Denver industry news Go



DECLARATION OF ERIC BRUNO

WC Docket No. 05-25

EXHIBIT 6

REDACTED - FOR PUBLIC INSPECTION

Broadview Networks®

- **Broadview Networks**
- Community Partnership
- Corporate Milestones
- Job Openings
- Investor Relations
- Partnerships & Alliances
- Technology & Operations

BUSINESS : ABOUT US

WHO IS BROADVIEW NETWORKS?

- Experienced telecommunication consultants
- Our own leading-edge integrated network
- High-quality customer service
- Cost-effective business communications solutions

Broadview Networks is not just another telecom company. We are dedicated to meeting your communications needs while exceeding your expectations for service and savings.

Broadview Networks is the smart choice

Today, our expert telecommunication consultants, seamlessly integrated systems and highly automated processes enable us to cost effectively service more than 250,000 customer access lines in the northeastern United States. Our continued commitment to our customers means that we are here to stay.

Switch today and receive these benefits ...

- Wide-ranging, bundled communications solutions including voice, data, and high-speed Internet access — delivered through our state-of-the-art network
- Around-the-clock network surveillance, troubleshooting and maintenance at our Network Operations Center
- One-call customer service efficiently handled with our proprietary OPENnet™ software
- One monthly bill for your voice, data and Internet services

- Substantial savings compared to Verizon® access line and feature charges
- 90 Day Satisfaction Guarantee on Business voice services

Broadview Networks brings you simplicity, savings and service and we actively give back to the community through our business and residential partnership programs.

Broadview Networks - the single source provider for all your communications solutions

- **VOICE SERVICES**
  Local Phone Service • Regional Phone Service • Long Distance Phone Service • International Phone Service • T1 Service • Integrated Access Service • Service Features
- **INTERNET SERVICES**
  DSL High-Speed Internet Access • Web Site Hosting • Dial-Up Internet Access • E-mail
- **DATA NETWORKING**
  Data T1 Service • Internet Access • Intranet and Extranet Services • Virtual Local Area Networks (LANs and Virtual Servers) • Virtual Private Networks • Business Class Hosting Services

Our success is measurable

- Over 250,000 access lines in service
- more than 600 employees
- 12 sales offices
- 2 inbound customer call centers backed by a team of support specialists
- 4 central office switches
- 2 Data centers
- Advanced technology integration lab

Bruno Decl. – Exhibit 6

Broadview Networks®

BUSINESS : PRODUCTS & SERVICES

SERVICE COVERAGE AREA

Frequently Asked Questions

Service Coverage Area

Connecticut
Massachusetts
New Hampshire
New Jersey
New York
Pennsylvania
Rhode Island

Voice Services

Data & High-Speed Internet

Contact Us

For more information
call 1-800-260-8766